

RECORDATION NO. 25952 FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

NOV 04 '05 10-52 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A. LESTER

November 3, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of April 1, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: NARCAT LLC
480 West Dussel Drive
Suite R
Maumee, OH 43537

Lessee: Libbey Glass Inc.
300 Madison Avenue
Toledo, OH 43604

A description of the railroad equipment covered by the enclosed document is:

8 covered hoppers within the series RMGX 000102 – RMGX 001766

Mr. Vernon A. Williams
November 3, 2005
Page Two

A short summary of the document to appear in the index is:

Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 25952 FILED

NOV 04 '05 10:52 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 1st day of April, 2005, by and between NARCAT LLC, an Delaware corporation, having its principal place of business at Suite R, 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Libbey Glass Inc., a Delaware corporation, having its principal place of business at 300 Madison Avenue, Toledo, Ohio 43604 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Master Lease Agreement dated April 1, 2005 (the "Master Lease"), and Rider Deal #C00738 dated as of April 1, 2005 (the "Assigned Schedule"), whereby Lessor leases to Lessee eight (8) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of twelve (12) months starting _____, 2005.
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Lease Agreement and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSEE:

LIBBEY GLASS INC.

By: 

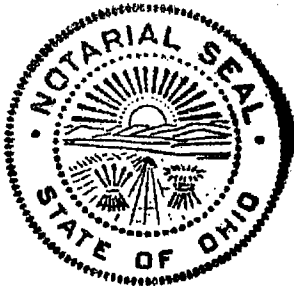
Title: Craig Collins Sr. Corporate Buyer

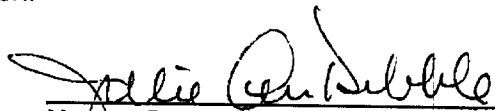
Date: 4/1/05

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 1st day of April 1, 2005, by Craig Collins, the Sr. Corporate Buyer of Libbey Glass Inc., a Delaware corporation, on behalf of the corporation.




Notary Public

JULIE ANN DIBBLE
Notary Public, State of Ohio
Commission Expires 8-20-05

Lessor:

NARCAT LLC

By: Rasesh H. Shah

Printed

Name: Rasesh H. Shah

Title: Manager

Date: 4/1/05

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this April 1, 2005, by Rasesh H. Shah, the Manager of NARCAT LLC, on behalf of the company.



Julie Ann Dibble
Notary Public

JULIE ANN DIBBLE
Notary Public, State of Ohio
Commission Expires 8-20-05

EXHIBIT "A"	
LIBBEY GLASS INC.	
8 Covered Hoppers	
Deal #C00738	
1	RMGX000102
2	RMGX000105
3	RMGX000113
4	RMGX000123
5	RMGX000126
6	RMGX000130
7	RMGX000133
8	RMGX001766

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 11/3/05



Robert W. Alvord